



Comptroller General  
of the United States

Washington, D.C. 20548

## Decision

**Matter of:** Fortune Service Company

**File:** B-238458

**Date:** February 15, 1990

Basil E. Clark, Esq., for the protester.  
John M. Melody, Esq., Office of the General Counsel, GAO,  
participated in the preparation of the decision.

### DIGEST

The General Accounting Office will not consider a matter that is essentially a dispute between private parties.

### DECISION

Fortune Service Company protests the award of any contract to Richlin Security Company, under invitation for bids (IFB) No. WRO-6-B-90, issued by the Immigration and Naturalization Service (INS) for transportation and stand-by guard services at Los Angeles International Airport. Fortune complains that one of its former partners, who now occasionally works as a consultant for Fortune, apparently is the owner of Richlin and submitted that firm's bid after allegedly having access to Fortune's bid.

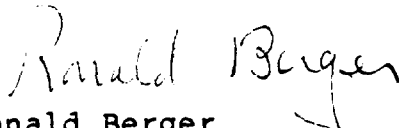
This matter essentially concerns a dispute between private parties, which we will not adjudicate in the context of a bid protest. See Charleston Auto Processors, Inc., B-235369, May 11, 1989, 89-1 CPD ¶ 448. Moreover, to the extent that Richlin's eligibility for award is affected by the alleged improper conduct of its owner, it involves Richlin's responsibility as a prospective contractor. Federal Acquisition Regulation § 9.104-1. The decision as to whether a firm is responsible is largely within the discretion of the contracting officer, and our Office will not review an affirmative determination of responsibility except in limited circumstances that do not appear to be applicable here. Bid Protest Regulations, 4 C.F.R. § 21.3(m)(5) (1989); Charleston Auto Processors, Inc., B-235369, supra.

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Fortune alleges that the conduct of its former partner amounts to an organizational conflict of interest. Federal Acquisition Regulation (FAR) subpart 9.5, which governs conflicts of interest, generally requires contracting officials to avoid, neutralize or mitigate potential significant conflicts of interest so as to prevent any unfair competitive advantage or conflicting roles that impair a contractor's objectivity. FAR §§ 9.501, 9.504 and 9.505; ESCO, Inc., 66 Comp. Gen. 404 (1987), 87-1 CPD ¶ 450. These provisions contemplate situations where an incumbent or prior contractor may be biased or have an unfair competitive advantage due to its participation in preparing a statement of work or engineering a system; these circumstances are not present here.

Fortune also protests INS' rejection of its bid on the basis that it contained a qualifying term. INS has since informed us that it no longer views Fortune's bid as unacceptable for this reason. Therefore, the protest in this regard is academic.

The protest is dismissed.

  
Ronald Berger  
Associate General Counsel